

KLEINBERG, KAPLAN, WOLFF &
COHEN, P.C.
Matthew J. Gold
Robert M. Tuchman
500 Fifth Avenue
New York, New York 10110
Tel: (212) 986-6000

Counsel to the State of Washington

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | | |
|---|---|-------------------------|
| ----- | X | |
| In re: | : | Chapter 11 |
| | : | |
| PURDUE PHARMA L.P., <i>et al.</i>, | : | Case No. 19-23649 (RDD) |
| | : | (Jointly Administered) |
| Debtors. | : | |
| | : | |
| ----- | X | |

**FOURTH MONTHLY FEE STATEMENT OF
KLEINBERG, KAPLAN, WOLFF & COHEN, P.C. AS COUNSEL TO
THE STATE OF WASHINGTON FOR COMPENSATION FOR
SERVICES AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD OF MAY 1, 2022 THROUGH MAY 31, 2022**

| | |
|--|--|
| Name of Applicant: | Kleinberg, Kaplan, Wolff & Cohen, P.C. |
| Provided Professional Services to: | The State of Washington |
| Date of Order Approving Debtors' Payment of Fees and Expenses of Applicant: | March 10, 2022 [Docket No. 4503] |
| Period for which compensation and reimbursement are sought: | May 1, 2022 through May 31, 2022 |
| Amount of Compensation sought as actual, reasonable, and necessary: | \$89,904.40 |
| Current Fee Request | \$71,923.52 (80% of \$89,904.40) |
| Amount of Expense Reimbursement sought as actual, reasonable, and necessary: | \$0.00 |
| Amount of Compensation and Expenses sought as allowed under the Interim Compensation Order | \$71,923.52 |
| Total Fees and Expenses Inclusive of Holdback | \$89,904.40 |
| This is a(n): <input checked="" type="checkbox"/> Monthly Application <input type="checkbox"/> Interim Application <input type="checkbox"/> Final Application | |

Pursuant to the *Order Pursuant to 11 U.S.C. §§ 105 and 363(b) Authorizing and Approving Settlement Term Sheet* [Docket No. 4503] (the “Term Sheet Order”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, dated November 21, 2019 [Docket No. 529] (the “Interim Compensation Order”), Kleinberg, Kaplan, Wolff & Cohen, P.C. (“Kleinberg Kaplan”), counsel to the State of Washington in the above-captioned case, and in a related adversary proceeding and appeals, hereby submits this Fourth Monthly Fee Statement (the “Fee Statement”) for the period of May 1, 2022 through and including May 31, 2022 (the “Statement Period”).

Itemization of Services Rendered and Disbursements Incurred

Annexed hereto as **Exhibit A** is a chart of the aggregate number of hours expended and fees incurred by professionals and paraprofessionals during the Statement Period, with respect to each of the billing categories. As reflected in Exhibit A, Kleinberg Kaplan incurred \$89,904.40 in fees during the Statement Period. Pursuant to this Fee Statement, Kleinberg Kaplan seeks reimbursement for 80% of such fees, totaling \$71,923.52.

Annexed hereto as **Exhibit B** is a chart of Kleinberg Kaplan's professionals and paraprofessionals, including standard hourly rate for each attorney and paraprofessional who rendered services to the State of Washington and others listed above in connection with these chapter 11 cases during the Statement Period and the title, hourly rate, aggregate hours worked and the amount of fees earned by each professional. A copy of the computer-generated time entries of Kleinberg Kaplan reflecting all time recorded, organized in the billing categories requested by the State of Washington is attached hereto as **Exhibit C**.

Notice

Kleinberg Kaplan will provide notice of the Fee Statement in accordance with the Interim Compensation Order.

Pursuant to the Interim Compensation Order, any party objecting to the payment of interim compensation and reimbursement of expenses as requested shall, within 14 days of service of the Fee Statement, serve via email, to Kleinberg Kaplan and to the notice parties designated in the Interim Compensation Order, a written notice setting forth the precise nature of the objection and the amount at issue.

If an objection is timely served pursuant to the Interim Compensation Order, the Debtors shall be authorized and directed to pay Kleinberg Kaplan an amount equal to 80% of the fees and 100% of the expenses that are not subject to an objection. Any objection must set forth the precise nature of the objection and the amount at issue; it shall not be sufficient to simply object to all fees and expenses.

Dated: June 27, 2022

Respectfully submitted,

KLEINBERG, KAPLAN, WOLFF & COHEN, P.C.

By: /s/ Matthew J. Gold

Matthew J. Gold
Robert M. Tuchman

500 Fifth Avenue
New York, New York 10110
Tel: (212) 986-6000
Fax: (212) 986-8866
E-mail: mgold@kkwc.com
rtuchman@kkwc.com

Attorneys for the State of Washington

EXHIBIT A

SERVICES RENDERED BY

KLEINBERG, KAPLAN, WOLFF & COHEN, P.C.

COMMENCING MAY 1, 2022 THROUGH MAY 31, 2022

Summary of Fees Task Code

| Billing Category | Total Hours | Total Fees |
|-------------------------|--------------------|--------------------|
| 001 Purdue Pharma | 45.6 | \$48,933.40 |
| 005 Fee Applications | 52.2 | \$40,971.00 |
| Total | 97.8 | \$89,904.40 |
| | | |
| 20% Fee Holdback | | \$17,980.88 |
| 80% of Fees | | \$71,923.52 |
| Plus Expenses | | \$0.00 |
| Requested Amount | | \$71,923.52 |

EXHIBIT B

SERVICES RENDERED BY

KLEINBERG, KAPLAN, WOLFF & COHEN, P.C.

COMMENCING MAY 1, 2022 THROUGH MAY 31, 2022

Summary of Hours and Fees by Professional

| Name of Professional | Position/Year Admitted to Practice/Department | Hourly Billing Rate | Total Hours Billed | Total Compensation |
|-----------------------------|--|----------------------------|---------------------------|---------------------------|
| Matthew J. Gold | Partner 1983 Bankruptcy | \$1,060 | 63.9 | \$67,734.00 |
| Robert L. Berman | Partner 1978 Securities and Corporate Finance | \$1,176 | 8.9 | \$10,466.40 |
| Robert M. Tuchman | Senior Counsel Litigation & Risk Management | \$760 | 12.2 | \$9,272.00 |
| Juliet Remi | Paralegal Litigation & Risk Management | \$190 | 12.8 | \$2,432.00 |
| Total Fees Requested | | | 97.8 | \$89,904.40 |

EXHIBIT C

Time Entries for Each Professional by Task Code (Invoices)

Kleinberg Kaplan Wolff & Cohen P.C.
500 Fifth Avenue
New York, NY 10110

| | | |
|--|-----------------|---------------|
| State of Washington | Invoice Date: | June 21, 2022 |
| SAAG Administrator | Invoice Number: | 112601 |
| Email: SAAG@atg.wa.gov | Matter Number: | 7263-0001 |
| cc: Washington State Attorney General's Office | | |
| Complex Litigation Division | | |
| 800 Fifth Avenue, Suite 2000 | | |
| Seattle, WA 98104 | | |

Client: State of Washington
Matter: Purdue Pharma

For professional services rendered through May 31, 2022

Currency: USD

| | |
|------|-----------|
| Fees | 48,933.40 |
|------|-----------|

| | |
|-------------------------------|--------------------|
| Total Due This Invoice | \$48,933.40 |
|-------------------------------|--------------------|

Client: State of Washington
Matter: Purdue Pharma

Invoice Date: June 21, 2022
Invoice Number: 112601
Matter Number: 7263-0001

Time Detail

| <u>Date</u> | <u>Name</u> | <u>Description</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|-------------|-----------------|---|--------------|-------------|---------------|
| 05/02/2022 | Juliet Remi | Saving recently filed documents; setting up docket alerts for Supreme Court proceeding; updating calendar | 0.20 | 190.00 | 38.00 |
| 05/02/2022 | Matthew J. Gold | Exchanging emails with team regarding conference call schedule; revising outline of SOAF issues in settlement agreement and Intercreditor Agreement; reviewing Bartenwerfer grant of certiorari and exchanging emails regarding same; exchanging emails with D. Hart regarding Warner-Lambert | 5.70 | 1,060.00 | 6,042.00 |
| 05/03/2022 | Matthew J. Gold | Revising and circulating outline of SOAF issues in settlement agreement and Intercreditor Agreement; reviewing Supreme Court certiorari petition and response in Bartenwerfer and circulating email to team regarding same | 3.80 | 1,060.00 | 4,028.00 |
| 05/03/2022 | Robert Berman | Conferring and reviewing emails regarding issues related to the structure for the SOAF | 0.70 | 1,176.00 | 823.20 |
| 05/04/2022 | Matthew J. Gold | Reviewing transcript of Second Circuit oral argument and circulating same; conferring with S. Esquibel regarding case status; preparing email to J. Rupert regarding status; reviewing third party release decisions | 4.20 | 1,060.00 | 4,452.00 |
| 05/04/2022 | Robert Berman | Reviewing emails and conferring; reviewing transcript of oral arguments in Purdue appeal | 1.20 | 1,176.00 | 1,411.20 |
| 05/05/2022 | Matthew J. Gold | Revising chart of SOAF usage and reviewing Oregon forms | 2.60 | 1,060.00 | 2,756.00 |
| 05/05/2022 | Robert Berman | Conferring regarding next steps | 0.40 | 1,176.00 | 470.40 |
| 05/09/2022 | Matthew J. Gold | Reviewing draft opposition to Debtors' bonus motion and settlement agreement; exchanging emails with J. Rupert regarding same | 1.20 | 1,060.00 | 1,272.00 |

Client: State of Washington
Matter: Purdue Pharma

Invoice Date: June 21, 2022
Invoice Number: 112601
Matter Number: 7263-0001

| <u>Date</u> | <u>Name</u> | <u>Description</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|-------------|-----------------|---|--------------|-------------|---------------|
| 05/10/2022 | Matthew J. Gold | Conferring regarding settlement documentation; exchanging emails with Purdue regarding same | 0.60 | 1,060.00 | 636.00 |
| 05/10/2022 | Robert Berman | Conferring and reviewing emails regarding next steps | 0.90 | 1,176.00 | 1,058.40 |
| 05/11/2022 | Matthew J. Gold | Reviewing filed KERP/KEIP objection | 0.70 | 1,060.00 | 742.00 |
| 05/11/2022 | Juliet Remi | Registering appearance for hearing | 0.10 | 190.00 | 19.00 |
| 05/11/2022 | Robert Berman | Conferring regarding next steps and open issues | 0.40 | 1,176.00 | 470.40 |
| 05/12/2022 | Robert Berman | Conferring; reviewing emails | 0.40 | 1,176.00 | 470.40 |
| 05/13/2022 | Matthew J. Gold | Reviewing objection to KERP/KEIP motion | 0.80 | 1,060.00 | 848.00 |
| 05/16/2022 | Juliet Remi | Saving recently filed documents | 0.10 | 190.00 | 19.00 |
| 05/17/2022 | Matthew J. Gold | Reviewing hearing agenda and debtors' statement regarding KERP; reviewing hearing agenda | 0.80 | 1,060.00 | 848.00 |
| 05/18/2022 | Juliet Remi | Updating calendar; registering appearance for hearing | 0.10 | 190.00 | 19.00 |
| 05/18/2022 | Matthew J. Gold | Attending omnibus hearing; reviewing KERP stipulation and motion and related filings | 2.40 | 1,060.00 | 2,544.00 |
| 05/20/2022 | Matthew J. Gold | Preparing and circulating draft response to E. Hwang email regarding Intercreditor Agreement; reviewing and revising analysis of SOAF issues | 1.80 | 1,060.00 | 1,908.00 |
| 05/20/2022 | Robert Berman | Reviewing email from Davis Polk; reviewing draft response and comments; reviewing draft letter from | 2.10 | 1,176.00 | 2,469.60 |
| 05/23/2022 | Matthew J. Gold | Exchanging emails with team regarding draft response to E. Hwang email regarding Intercreditor Agreement; finalizing same; reviewing and revising analysis of SOAF issues | 2.10 | 1,060.00 | 2,226.00 |
| 05/23/2022 | Robert Berman | Reviewing emails regarding response to Davis Polk | 0.70 | 1,176.00 | 823.20 |
| 05/24/2022 | Matthew J. Gold | Reviewing docket activity | 0.20 | 1,060.00 | 212.00 |
| 05/25/2022 | Matthew J. Gold | Reviewing A. Libby email | 0.20 | 1,060.00 | 212.00 |

Client: State of Washington
Matter: Purdue Pharma

Invoice Date: June 21, 2022
Invoice Number: 112601
Matter Number: 7263-0001

| <u>Date</u> | <u>Name</u> | <u>Description</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|--------------|-----------------|--|--------------|-------------|--------------------|
| 05/26/2022 | Matthew J. Gold | Preparing outline concerning A. Libby email; conferring with J. Abrams regarding case status and next steps; exchanging emails with J. Abrams and T. Lundgren regarding same | 1.60 | 1,060.00 | 1,696.00 |
| 05/27/2022 | Matthew J. Gold | Exchanging emails with Team members regarding status; reviewing settlement agreement and preparing outline regarding same | 1.30 | 1,060.00 | 1,378.00 |
| 05/27/2022 | Robert Berman | Reviewing correspondence and conferring; reviewing certain settlement agreement provisions | 2.10 | 1,176.00 | 2,469.60 |
| 05/31/2022 | Matthew J. Gold | Preparing chart regarding termination and enforcement provisions in SOAF settlement | 6.20 | 1,060.00 | 6,572.00 |
| Total | | | 45.60 | | \$48,933.40 |

Timekeeper Summary

| <u>Name</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|-----------------|--------------|-------------|--------------------|
| Juliet Remi | 0.50 | 190.00 | 95.00 |
| Matthew J. Gold | 36.20 | 1,060.00 | 38,372.00 |
| Robert Berman | 8.90 | 1,176.00 | 10,466.40 |
| Total | 45.60 | | \$48,933.40 |

Kleinberg Kaplan Wolff & Cohen P.C.
500 Fifth Avenue
New York, NY 10110

State of Washington
SAAG Administrator
Email: SAAG@atg.wa.gov
cc: Washington State Attorney General's Office
Complex Litigation Division
800 Fifth Avenue, Suite 2000
Seattle, WA 98104

Invoice Date: June 21, 2022
Invoice Number: 112560
Matter Number: 7263-0005

Client: State of Washington
Matter: Fee applications

For professional services rendered through May 31, 2022

Currency: USD

Fees 40,971.00

Total Due This Invoice \$40,971.00

Client: State of Washington
Matter: Fee applications

Invoice Date: June 21, 2022
Invoice Number: 112560
Matter Number: 7263-0005

Time Detail

| <u>Date</u> | <u>Name</u> | <u>Description</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|-------------|-----------------|--|--------------|-------------|---------------|
| 05/05/2022 | Matthew J. Gold | Reviewing notice of presentment regarding interim fee applications; exchanging emails with E. Vonnegut regarding same; conferring regarding same; reviewing applicable rules for application | 2.70 | 1,060.00 | 2,862.00 |
| 05/05/2022 | Juliet Remi | Conferring regarding interim compensation hearing and associated deadlines | 0.40 | 190.00 | 76.00 |
| 05/06/2022 | Matthew J. Gold | Exchanging emails regarding interim fee application; exchanging emails with fee examiner regarding assisting review; preparing comprehensive outline of topics addressed in history of case | 6.30 | 1,060.00 | 6,678.00 |
| 05/06/2022 | Juliet Remi | Circulating forms of interim fee applications and preparing outline; conferring regarding same; providing data in connection with fee examiner's request | 1.50 | 190.00 | 285.00 |
| 05/06/2022 | Robert Tuchman | Reviewing requirements and precedents for fee application; conferring about same | 3.10 | 760.00 | 2,356.00 |
| 05/09/2022 | Matthew J. Gold | Reviewing time entries for fee application; conferring regarding same | 2.10 | 1,060.00 | 2,226.00 |
| 05/09/2022 | Juliet Remi | Calling to discuss interim fee application; preparing exhibits to first interim fee application; circulating relevant orders and rules | 0.50 | 190.00 | 95.00 |
| 05/09/2022 | Robert Tuchman | Beginning to draft fee application | 3.20 | 760.00 | 2,432.00 |
| 05/10/2022 | Matthew J. Gold | Reviewing time entries for fee application; conferring regarding same | 1.20 | 1,060.00 | 1,272.00 |
| 05/10/2022 | Juliet Remi | Reviewing orders and rules in connection with interim fee application; continuing to prepare exhibits to same; calling to discuss form and requirements | 2.50 | 190.00 | 475.00 |

Client: State of Washington
Matter: Fee applications

Invoice Date: June 21, 2022
Invoice Number: 112560
Matter Number: 7263-0005

| <u>Date</u> | <u>Name</u> | <u>Description</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|-------------|-----------------|--|--------------|-------------|---------------|
| 05/10/2022 | Robert Tuchman | Completing and circulating draft fee application; conferring about schedules | 4.40 | 760.00 | 3,344.00 |
| 05/11/2022 | Matthew J. Gold | Reviewing draft interim fee application; conferring regarding same | 1.10 | 1,060.00 | 1,166.00 |
| 05/11/2022 | Juliet Remi | Continuing work in connection with exhibits to interim fee application; reviewing draft of fee application; conferring regarding same | 1.90 | 190.00 | 361.00 |
| 05/11/2022 | Juliet Remi | Working in connection with third monthly fee statement; conferring regarding same | 1.10 | 190.00 | 209.00 |
| 05/11/2022 | Robert Tuchman | Updating and conferring about fee application | 1.50 | 760.00 | 1,140.00 |
| 05/12/2022 | Matthew J. Gold | Reviewing draft interim fee application; providing extensive edits regarding same; conferring regarding same | 4.80 | 1,060.00 | 5,088.00 |
| 05/12/2022 | Juliet Remi | Conferring regarding forms for interim fee application; circulating exhibits to fee application | 0.10 | 190.00 | 19.00 |
| 05/13/2022 | Juliet Remi | Coordinating to finalize, file and serve third monthly fee statement | 0.50 | 190.00 | 95.00 |
| 05/13/2022 | Juliet Remi | Incorporating and responding to comments on draft of interim fee application; preparing redlines; calling to discuss same; finalizing all exhibits; reviewing guidelines on interim fee applications | 2.50 | 190.00 | 475.00 |
| 05/13/2022 | Matthew J. Gold | Reviewing draft interim fee application; conferring regarding same | 3.30 | 1,060.00 | 3,498.00 |
| 05/16/2022 | Matthew J. Gold | Conducting final review of interim fee application; exchanging emails regarding same | 2.20 | 1,060.00 | 2,332.00 |
| 05/16/2022 | Juliet Remi | Finalizing interim fee application and exhibits thereto; coordinating to efile and serve same | 1.10 | 190.00 | 209.00 |
| 05/19/2022 | Matthew J. Gold | Reviewing information to be supplied as requested by fee examiner; exchanging emails regarding same | 2.80 | 1,060.00 | 2,968.00 |

Client: State of Washington
Matter: Fee applications

Invoice Date: June 21, 2022
Invoice Number: 112560
Matter Number: 7263-0005

| <u>Date</u> | <u>Name</u> | <u>Description</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|--------------|-----------------|--|--------------|-------------|--------------------|
| 05/19/2022 | Juliet Remi | Working in connection with fee examiner report | 0.20 | 190.00 | 38.00 |
| 05/20/2022 | Matthew J. Gold | Conferring and exchanging emails regarding data to be supplied to fee examiner; reviewing same | 1.20 | 1,060.00 | 1,272.00 |
| Total | | | 52.20 | | \$40,971.00 |

Timekeeper Summary

| <u>Name</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|-----------------|--------------|-------------|--------------------|
| Juliet Remi | 12.30 | 190.00 | 2,337.00 |
| Matthew J. Gold | 27.70 | 1,060.00 | 29,362.00 |
| Robert Tuchman | 12.20 | 760.00 | 9,272.00 |
| Total | 52.20 | | \$40,971.00 |